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Oracle USA, Inc., Oracle America, Inc., and
Oracle International Corp.

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

ORACLE USA, INC., a Colorado corporation;
ORACLE AMERICA, INC., a Delaware
corporation; and ORACLE INTERNATIONAL
CORPORATION, a California corporation,

Plaintiffs,

v.

RIMINI STREET, INC., a Nevada corporation;
AND SETH RAVIN, an individual,

Defendants.

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Case No. 2:10-cv-0106-LRH-PAL

**DECLARATION OF ZACHARY
HILL IN SUPPORT OF ORACLE'S
OPPOSITION TO DEFENDANTS'
MOTION TO EXCLUDE CERTAIN
INQUIRY, EVIDENCE OR
ARGUMENT REGARDING
TOMORROWNOW, INC.**

1 I, Zachary Hill, declare as follows:

2 1. I am a member of the State Bar of California, and an associate at Morgan, Lewis
3 & Bockius LLP, counsel of record for Plaintiffs Oracle USA, Inc., Oracle America, Inc., and
4 Oracle International Corporation (collectively, "Oracle" or "Plaintiffs") in this action. This
5 Declaration is submitted in support of Oracle's Opposition to Defendants Rimini Street, Inc.'s
6 ("Rimini") and Seth Ravin's (together, "Defendants") Motion to Exclude Certain Inquiry,
7 Evidence or Argument Regarding TomorrowNow, Inc. I have personal knowledge of the
8 matters stated herein and could and would testify competently about them if called upon to do so.

9 2. The Exhibits referenced below are all true and correct copies of excerpts from
10 final deposition transcripts, or documents produced in discovery. To minimize bulk, for ease of
11 use, and to the extent possible without losing context, only the relevant pages and information
12 are included in these Exhibits. We have provided yellow highlighting (in documents) and blue
13 boxing (in transcripts) where possible to further assist in identifying the information relevant to
14 Oracle's opposition motion and cited in the accompanying brief and to provide relevant context.

15 **Documents Identified On Defendants' Trial Exhibit List, Dkt. 523-9**

16 3. Attached as **Exhibit 1** is a true and correct copy of a Piper Jaffray Investment
17 Research Report, produced by Rimini in this litigation and stamped with the Bates numbers
18 RSI_TMPTX0000006-41. This document has been designated by Defendants as DTX 2.

19 4. Attached as **Exhibit 2** is a true and correct copy of a June 28, 2007 letter from
20 Rimini's attorneys to Oracle, produced by Oracle in this litigation with the Bates numbers
21 ORCLRS0045713-19. This document has been designated by Defendants as DTX 129.

22 5. Attached as **Exhibit 3** is a true and correct copy of a response from Oracle to
23 Rimini's June 28, 2007 letter, produced by Rimini in this litigation with the Bates numbers
24 RSI00087774. This document has been designated by Defendants as DTX 385.

25 6. Attached as **Exhibit 4** is a true and correct copy of Oracle meeting minutes
26 regarding third party support, produced by Oracle in this litigation with the Bates numbers
27 ORCLRS0140602. This document has been designated by Defendants as DTX 141.

28 **Documents Identified As Plaintiffs' Trial Exhibits (PTX), Dkt. 523-8**

7. Attached as **Exhibit 5** is a true and correct copy of an October 2006 Rimini press release, produced by Oracle in this litigation with the Bates numbers ORCLRS_TMPTX00001229. This document has been marked by Plaintiffs as PTX 2329.

8. Attached as **Exhibit 6** is a true and correct copy of a 2008 article about Rimini Street and Ravin, produced by Oracle in this litigation with the Bates numbers ORCLRS1312824-29. This document has been marked by Plaintiffs as PTX 493.

9. Attached as **Exhibit 7** is a true and correct copy of a November 2011 Rimini Private Placement Memorandum, produced by a third party in this litigation with the Bates numbers ASP 000349-77. This document has been marked by Plaintiffs as PTX 39.

10. Attached as **Exhibit 8** is a true and correct copy of an email from Rimini to a potential Siebel customer distinguishing Rimini and TomorrowNow support, produced by Rimini in this litigation with the Bates numbers RSI03289357-70. This document has been marked by Plaintiffs as PTX 250.

11. Attached as **Exhibit 9** is a true and correct copy of a Rimini email forwarding its correspondence with the Wall Street Journal comparing Rimini and TomorrowNow support, produced by Rimini in this litigation with the Bates numbers RSI03024305-15. This document has been marked by Plaintiffs as PTX 475.

12. Attached as **Exhibit 10** is a true and correct copy of the September 14, 2011 TomorrowNow Plea Agreement, produced by Oracle in this litigation with the Bates numbers ORCLRS_TMPTX00001153-65. This document has been marked by Plaintiffs as PTX 1487.

13. Attached as **Exhibit 11** is a true and correct copy of a January 20, 2011 Rimini Sales FAQs sheet, produced by Rimini in this litigation with the Bates numbers RSI05947571-86. This document has been marked by Plaintiffs as PTX 1556.

14. Attached as **Exhibit 12** is a true and correct copy of an email from a customer to Rimini asking about the difference between TomorrowNow and Rimini, produced by Rimini in this litigation with Bates numbers WENDYS-SUB00055. This document has been marked by Plaintiffs as PTX 463.

Deposition Testimony

1 15. Attached as **Exhibit 13** is a true and correct copy of excerpts from the transcripts
2 of the November 17 and 18, 2011 depositions of Seth Ravin, Rimini's Chief Executive Officer.

3 16. Attached as **Exhibit 14** is a true and correct copy of excerpts from the transcripts
4 of the May 21, 2009 and July 21, 2010 depositions of Ravin from *Oracle v. SAP*, N.D. Cal. Case
5 No. 07-CV-1658.

6 17. Attached as **Exhibit 15** is a true and correct copy of excerpts from the transcript
7 of the July 21, 2011 deposition of Michael Davichick, Rimini's Vice President of Sales.

8 18. Attached as **Exhibit 16** is a true and correct copy of excerpts from the transcript
9 of the January 6, 2012 30(b)(6) deposition of Rimini in which Manjula Hosalli, Rimini's Vice
10 President of Sales testified.

11 19. Attached as **Exhibit 17** is a true and correct copy of excerpts from the transcript
12 of the December 15, 2011 deposition of Brian Slepko, Rimini's Senior Vice President Global
13 Operations.

14 20. Attached as **Exhibit 18** is a true and correct copy of excerpts from the transcript
15 of the October 5, 2011 deposition of Krista Williams, a member of Rimini's PeopleSoft
16 environments team.

17 21. Attached as **Exhibit 19** is a true and correct copy of excerpts from the transcript
18 of the January 5 and 6, 2012 deposition of Kevin Maddock, Rimini's Vice President of Support
19 Sales.

20 22. Attached as **Exhibit 20** is a true and correct copy of excerpts from the transcript
21 of the May 25, 2012 depositions of Scott Hampton, Rimini's copyright damages expert in this
22 litigation.

23 23. Attached as **Exhibit 21** is a true and correct copy of excerpts from the transcript
24 of the June 5, 2012 depositions of Brooks Hilliard, Rimini's Industry Expert in this litigation.

25 24. Attached as **Exhibit 22** is a true and correct copy of excerpts from the transcript
26 of the November 1, 2011 deposition of Rimini customer, Paull Craig of the County of Kent.

27 **Other Documents**

28 25. Attached as **Exhibit 23** is a true and correct copy of excerpts from Rimini's

1 Copyright Damages Expert Report by Scott Hampton.

2 26. Attached as **Exhibit 24** is a true and correct copy of excerpts from Rimini's
3 Industry Expert Report by Brooks Hilliard.

4 27. Attached as **Exhibit 25** is a true and correct copy of an email from Seth Ravin to
5 a customer discussing his involvement with TomorrowNow, produced by Rimini in this
6 litigation with the Bates numbers RSI03055710-19. This document was Exhibit 933 to the
7 November 18, 2011 deposition of Seth Ravin.

8 28. Attached as **Exhibit 26** is a true and correct copy of an internal Rimini email
9 stating regarding customer inquiries about the TomorrowNow lawsuit, produced by Rimini in
10 this litigation with the Bates numbers RSI05911617-20. This document was Exhibit 1630 to the
11 January 5, 2012 deposition of Kevin Maddock.

12 29. Attached as **Exhibit 27** is a true and correct copy of an email with a draft
13 response to a customer regarding how Rimini and TomorrowNow support processes compare,
14 produced by Rimini in this litigation with the Bates numbers RSI103223411-15. This document
15 was Exhibit 1651 to the January 5, 2012 deposition of Kevin Maddock.

16 30. Attached as **Exhibit 28** is a true and correct copy of a January 12, 2010
17 Stipulation and Order Finding Non-Parties Rimini Street, Inc. and Seth Ravin in Civil Contempt
18 entered in *Oracle USA, Inc. v. SAP AG*, No. 2:09-CV-01591 (D. Nev.), Dkt. 49.

19 31. Attached as **Exhibit 29** is a true and correct copy of the September 28, 2010 Trial
20 Stipulation and Order No. 1 Regarding Liability, Dismissal of Claims, Preservation of Defenses,
21 and Objections to Evidence at Trial, entered in *Oracle USA, Inc. v. SAP AG*, No. 07-CV-01658
22 (N.D. Cal.), Dkt. 866.

23 32. Attached as **Exhibit 30** is a true and correct copy of the September 28, 2010 Trial
24 Stipulation and Order No. 3 Regarding Certain Facts, entered in *Oracle USA, Inc. v. SAP AG*,
25 No. 07-CV-01658 (N.D. Cal.), Dkt. 907, which describes the scope of copyright infringement in
26 that case.

27 33. Attached as **Exhibit 31** is a true and correct copy of the February 3, 2011 Joint
28 Form of Judgment, entered in *Oracle USA, Inc. v. SAP AG*, No. 07-CV-01658 (N.D. Cal.), Dkt.

1 1036, awarding \$1.3 billion in damages to Oracle.

2 34. Attached as **Exhibit 32** is a true and correct copy of the November 14, 2014
3 Amended Judgment, entered in *Oracle USA, Inc. v. SAP AG*, No. 07-CV-01658 (N.D. Cal.), Dkt.
4 1251.

5
6 I declare under penalty of perjury that the foregoing is true and correct, and that I
7 executed this Declaration on June 22, 2015 in San Francisco, California.

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10 _____
11 Zachary Hill
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